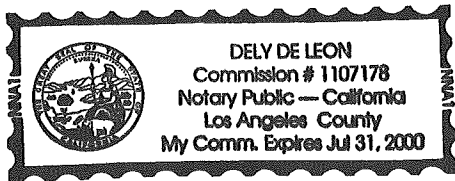


State of California

County of Los Angeles

On December 9, 1997 before me, Dely De Leon, Notary Public, personally appeared Thomas Overturf personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal

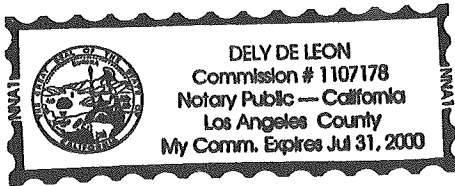
Dely De Leon

Document: Covenant and Agreement Regarding Maintenance of Building - Torrance

State of California

County of Los Angeles

On December 9, 1997 before me, Dely De Leon, Notary Public, personally appeared Philip W. Cyburt personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal

Dely De Leon

Document: Covenant and Agreement Regarding Maintenance of Building - Torrance

**Fremont
Associates****Fremont
Development****FAX COVER SHEET**To: Tom OverturfFrom: **Stephen G. Hoy**
970 W. 190th Street
Suite 220
Torrance, CA 90502

Fax: _____

Date: December 9, 1997Pages including cover sheet: 5(310) 516-1615
(310) 516-8222 (fax)Re: **Sideyard Agreement**

Tom, please find attached 4 pages titled Exhibit C, D, E, and F. ^{These} ~~This~~ "exhibits" correspond to the recorded Sideyard and Driveway Easement and Maintenance Agreement we mutually executed back on September 25th. Exhibit C depicts the 39 foot sideyard on your property. We will attach a "clean copy" of this Exhibit C to the document before we submit it to the city. In the meantime, please attach the faxed copy.

Please call me if you have any questions.

If you do not receive all of the pages or if there are any problems, please call us at
(310) 516-1615 Fax (310) 516-8222

Exhibit "B"

Legal Description of BRC Parcel

THAT PORTION OF RANCHO SAN PEDRO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE WEST LINE OF THE 50-FOOT RIGHT-OF-WAY OF THE PACIFIC ELECTRIC RAILWAY COMPANY ADJOINING NORMANDIE AVENUE ON THE WEST, DISTANT NORTHERLY 780 FEET MEASURED AT RIGHT ANGLES FROM THE EASTERLY PROLONGATION OF THE NORTHERLY LINE OF LOT 9 IN BLOCK 72 OF TRACT NO. 4983, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 58 PAGES 80, ET SEQ., OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID LOS ANGELES COUNTY, AS DESCRIBED IN THAT CERTAIN DEED TO THE UNITED STATES OF AMERICA, RECORDED AS DOCUMENT NO. 1720 IN BOOK 40472 PAGE 23 OF OFFICIAL RECORDS, OF SAID LOS ANGELES COUNTY; THENCE WESTERLY ALONG THE LINE DESCRIBED IN PARCEL "A" OF SAID DEED RECORDED IN BOOK 40472 PAGE 23, OFFICIAL RECORDS, PARALLEL WITH THE NORTH LINE OF SAID LOT 9 AND ITS PROLONGATIONS, 1050 FEET; THENCE SOUTH 0 DEGREES 02 MINUTES 40 SECONDS EAST ALONG THE LINE DESCRIBED IN SAID PARCEL "A", 780 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 31 SECONDS WEST ALONG THE LINE DESCRIBED IN SAID PARCEL "A" 1987.60 FEET TO THE EASTERLY LINE OF WESTERN AVENUE, 80 FEET WIDE, AS SHOWN ON RIGHT-OF-WAY, FILED IN BOOK 52 PAGE 47 OF RECORD OF SURVEYS OF SAID LOS ANGELES COUNTY; THENCE NORTH 0 DEGREES 22 MINUTES 04 SECONDS WEST 1230.35 FEET ALONG SAID EASTERLY LINE OF WESTERN AVENUE TO THE SOUTHWESTERN TERMINUS OF THAT CERTAIN COURSE DESCRIBED IN PARCEL NO. 1 OF THE QUITCLAIM DEED OF HARVEY ALUMINUM, INC., RECORDED IN BOOK D-586 PAGE 796, OFFICIAL RECORDS OF SAID LOS ANGELES COUNTY, HAVING A BEARING OF SOUTH 89 DEGREES 37 MINUTES 56 SECONDS WEST AND A DISTANCE OF 10.00 FEET; THENCE NORTH 89 DEGREES 37 MINUTES 56 SECONDS EAST 10.00 FEET; THENCE CONTINUING ALONG THE LINE DESCRIBED IN PARCEL NO. 1 OF SAID DEED, RECORDED IN BOOK D-586 PAGE 796 OF SAID OFFICIAL RECORDS, SOUTH 0 DEGREES 22 MINUTES 04 SECONDS EAST 172.51 FEET; THENCE NORTH 89 DEGREES 37 MINUTES 56 SECONDS EAST 6.55 FEET; THENCE SOUTH 0 DEGREES 22 MINUTES 04 SECONDS EAST 84.12 FEET; THENCE SOUTH 45 DEGREES 11 MINUTES 14 SECONDS EAST 158.41 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 41 SECONDS EAST 960.03 FEET TO THE SOUTHWEST CORNER OF PARCEL 2 OF SAID QUITCLAIM DEED, RECORDED IN BOOK D-586 PAGE 796, OFFICIAL RECORDS; THENCE NORTH 89 DEGREES 59 MINUTES 11 SECONDS EAST ALONG THE SOUTHERLY LINE OF SAID PARCEL NO. 2, 33.60 FEET; THENCE ALONG THE EASTERLY LINE OF SAID PARCEL NO. 2, NORTH 0 DEGREES 02 MINUTES 12 SECONDS WEST 2731.90 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 403.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 39 DEGREES 15 MINUTES 34 SECONDS, A DISTANCE OF 276.14 FEET TO A POINT, A RADIAL THROUGH SAID POINT BEARS NORTH 50 DEGREES 56 MINUTES 38 SECONDS WEST; THENCE LEAVING SAID CURVE, NORTH 0 DEGREES 02 MINUTES 44 SECONDS WEST 161.13 FEET TO A POINT IN THE SOUTHERLY LINE OF 190TH STREET, 66 FEET WIDE, AS SHOWN IN BOOK 52 PAGE 47 OF RECORD OF SURVEYS OF SAID LOS ANGELES COUNTY, SAID POINT BEING THE NORTHEASTERLY CORNER OF PARCEL NO. 2 OF SAID QUITCLAIM DEED, RECORDED IN BOOK D-586 PAGE 796, OFFICIAL RECORDS; THENCE ALONG THE SOUTHERLY LINE OF 190TH STREET, NORTH 89 DEGREES 56 MINUTES 46 SECONDS EAST 1729.56 FEET TO AN INTERSECTION WITH THE WESTERLY LINE OF SAID FIRST-MENTIONED 50-FOOT RIGHT-OF-WAY OF THE PACIFIC ELECTRIC RAILWAY COMPANY; THENCE ALONG SAID WESTERLY LINE OF SAID 50-FOOT RIGHT-OF-WAY, SOUTH 0 DEGREES 02 MINUTES 40 SECONDS EAST 3232.35 FEET TO THE POINT OF BEGINNING.

Exhibit "C"

Legal Description of BRC Parcel Sideyard

A NON-BUILDABLE EASEMENT, 39.00 FEET IN WIDTH, OVER A PORTION OF THE 638.94 ACRE ALLOTMENT OF MARIA DEL LOS REYES DOMINGUEZ, AND A PORTION OF THE 639.07 ACRE ALLOTMENT OF GUADALUPE MARCELINA DOMINGUEZ, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON MAP OF PARTITION OF THE RANCHO SAN PEDRO, FILED IN CASE NO. 3284 OF THE SUPERIOR COURT OF THE STATE OF CALIFORNIA, IN AND FOR THE COUNTY OF LOS ANGELES, SAID MAP BEING FILED AS CLERK'S FILED MAP NO. 145 IN THE OFFICE OF THE COUNTY ENGINEER OF SAID COUNTY, THE WESTERLY LINE OF SAID EASEMENT IS DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF PARCEL "B", AS SHOWN ON PARCEL MAP L.A. NO. 2894, FILED IN BOOK 56, PAGE 51 OF PARCEL MAPS IN THE OFFICE OF THE RECORDER OF SAID COUNTY:

THENCE NORTH 00°03'18" WEST ALONG THE EASTERLY LINE OF SAID PARCEL "B", A DISTANCE OF 20.11 FEET TO THE TRUE POINT OF BEGINNING:

THENCE CONTINUING NORTH 00°03'18" WEST ALONG SAID EASTERLY LINE, 2045.00 FEET.

THE SIDE LINE OF SAID EASEMENT SHALL BE PROLONGED OR SHORTENED TO TERMINATE SOUTHERLY IN A LINE AT RIGHT ANGLES TO SAID EASTERLY LINE AND PASSING THROUGH THE TRUE POINT OF BEGINNING, AND TO TERMINATE NORTHERLY IN A LINE AT RIGHT ANGLES TO SAID EASTERLY LINE AND PASSING THROUGH THE NORTHERLY TERMINUS OF THAT CERTAIN COURSE OF SAID EASTERLY LINE DESCRIBED AS HAVING A DISTANCE OF 2045.00 FEET.

EXHIBIT "C"

(BRC PARCEL SIDEYARD)



SCALE: 1" = 300'

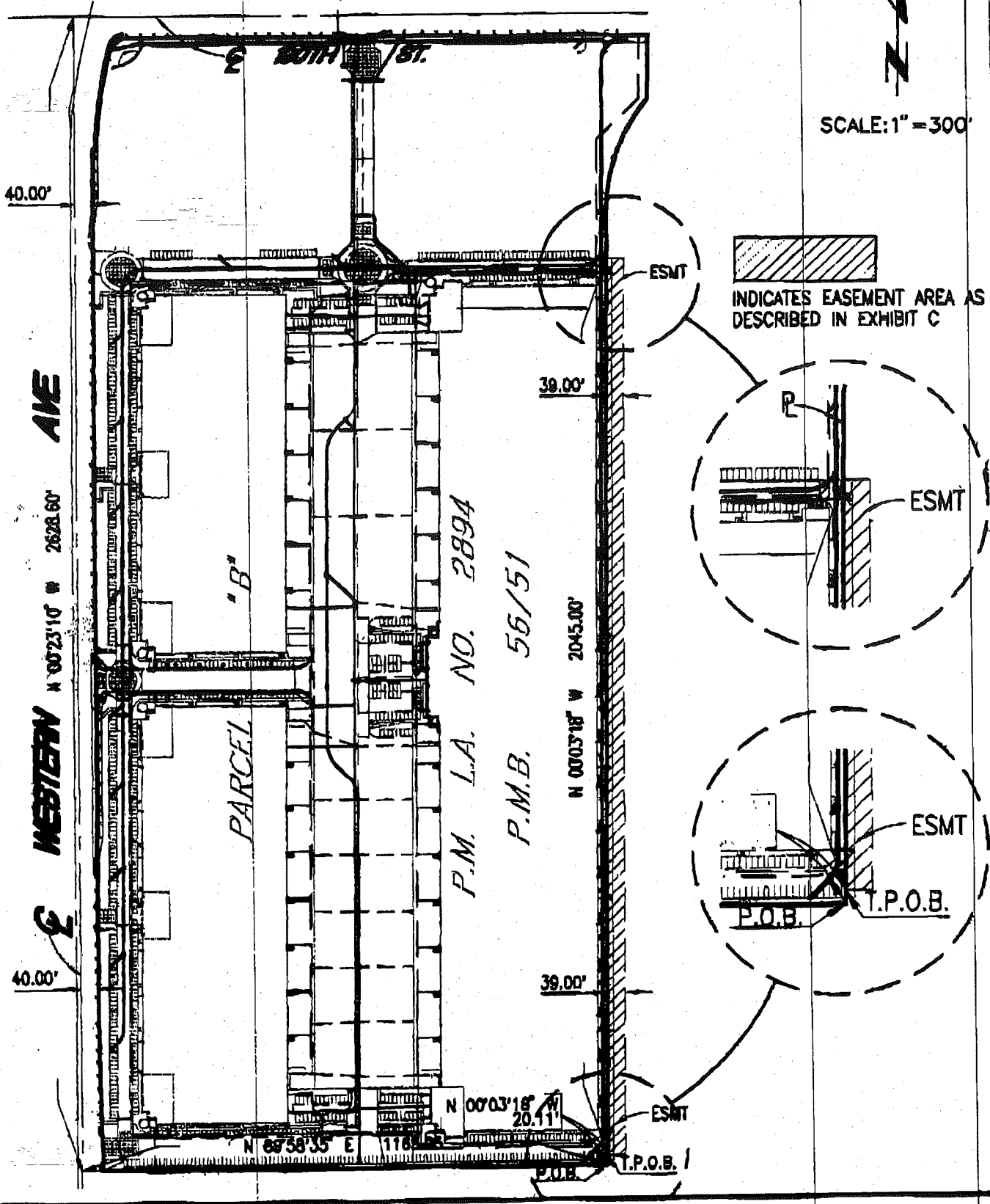


EXHIBIT "D"

(SUNSHINE PARCEL SIDEYARD)



SCALE: 1" = 300'

40.00'

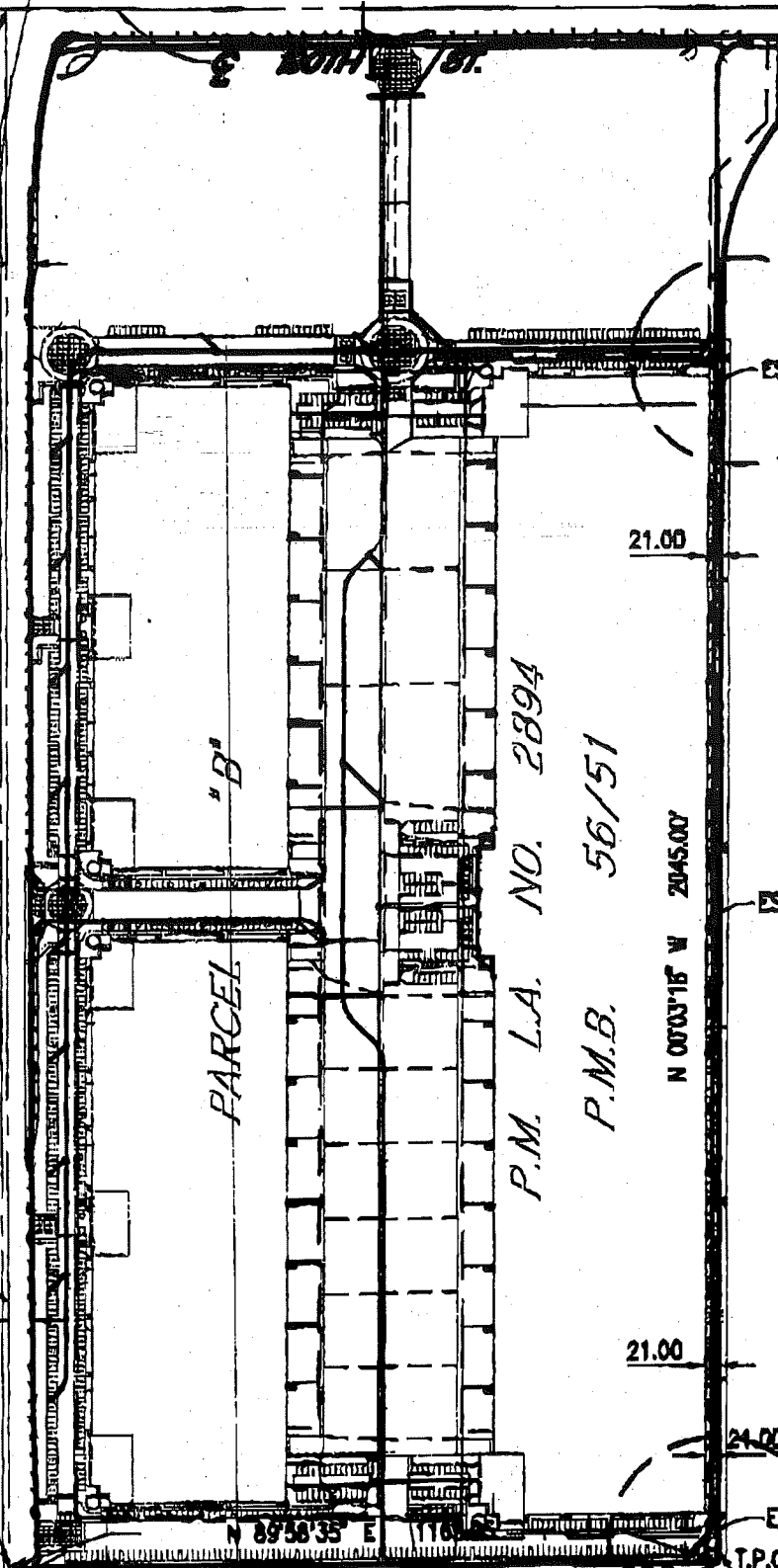
AVE

N 00°23'10" W 262.60'

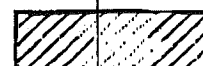
WESTERN

E

40.00'



ESMT



INDICATES EASEMENT AREA AS DESCRIBED IN EXHIBIT D

21.00

21.00'

ESMT

ESMT

N 00°03'15" W 2045.00'

21.00'

ESMT

T.P.O.B.

P.O.B.

21.00

21.00'

ESMT

T.P.O.B.

P.O.B.

N 89°58'35" E

116.62'

BOE-C6-0095071

EXHIBIT "F"

(FIRE ACCESS EASEMENT OVER SUNSHINE PARCEL)

